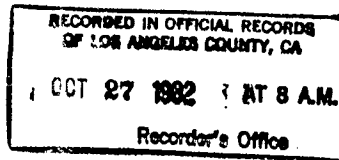


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Recording Requested By  
And When Recorded Mail To:

Dillingham Investments, Inc.  
221 E. Walnut Street, Suite 210  
Pasadena, California 91101



NEGATIVE COVENANT AGREEMENT

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THIS NEGATIVE COVENANT AGREEMENT (this "Agreement") is made and entered into as of the 8th day of October, 1982 by and among the UNITED STATES OF AMERICA (the "Government"), WILLARD HOLDER, VERDA M. HOLDER (collectively, "Holder") and LONG BEACH BUSINESS CENTER, a California general partnership ("LBBC", together with Holder, collectively "Grantors").

R E C I T A L S

- A. The Grantors are the owners of the fee interest in the individual lots composing that certain real property more particularly described on Exhibit "A" attached hereto (the "Burdened Property").
- B. The Government is the owner of the fee interest in that certain real property more particularly described on Exhibit "B" attached hereto (the "Benefited Property"), on which the Government is presently operating the United States Army Reserve Center, Long Beach, California (the "Center").
- C. The parties desire that the Grantors grant to the Government a negative covenant affecting that certain portion of the Burdened Property of approximately five (5) feet in width (the "Security Area") shown on Exhibit "C" attached hereto and more particularly described on Exhibit "D" attached hereto for the purposes set forth below.

NOW, THEREFORE, the parties hereto do hereby agree as follows:

1. Negative Covenant. The Grantors hereby covenant and agree that for the term of this Agreement, the Grantors and their successors and assigns shall not construct on or make any improvements to the Security Area, other than, at their option, the installation of gravel, concrete or similar paving or cover. Grantee acknowledges that there presently exists certain encroachments into the Security Area by reason of existing buildings and their foundations located on the Burdened Property, which buildings encroach into the Security Area not more than six inches at ground level or above. Grantee agrees that such encroachments shall be permitted hereunder and that during the term hereof, Grantor and their heirs and assigns, shall be permitted to repair, maintain and replace such encroaching buildings, and their foundations, so long as such encroachments not extend more than six inches into the Security Area at ground level or above. Said repair, maintenance and replacement access shall be coordinated with the "Benefited Property" site manager.

APN 7218-2-45,617,913

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2. Term. The term of this Agreement shall be for perpetuity from and after the date hereof, provided, however, that if the Government shall cease to use the Benefited Property as a military installation or facility or otherwise transfer its interest in the Benefited Property to any private individual or entity, this Agreement shall automatically terminate.

3. Miscellaneous. The covenants, agreements, terms and conditions contained in this Agreement shall be covenants running with the land, shall burden the Burdened Property, shall benefit the Benefited Property and shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the 8th day of October, 1982.

"Grantors"

LONG BEACH BUSINESS CENTER,  
a California general partnership

By Dillingham Investments, Inc.,  
a California corporation

By Willard Holder  
WILLARD HOLDER

By [Signature]

By [Signature]

By Virna M. Holder  
HOLDER

By Oltmans Investment Corporation,  
a California corporation

By [Signature]

By [Signature]

"Government"

UNITED STATES OF AMERICA

By [Signature]  
Title WILLIAM P. CREADLE, Jr.  
Chief, Real Estate Division  
US Army Engineer District, Los Angeles

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LEGAL DESCRIPTION OF BURDENED PROPERTY

Parcels 1, 2, 3 and 4 in the City of Long Beach, County of Los Angeles, State of California, as shown on Parcel Map No. 14348, filed in Book 140, Pages 35 to 37 of Parcel Maps, in the Office of the County Recorder of said County excepting and reserving from said property all oil, gas, hydrocarbon substances and minerals of every kind and character lying more than 500 feet below the surface of said property, together with the right to drill into, through, and to use and occupy all parts of said property lying more than 500 feet below the surface thereof for any and all purposes incidental to the exploration for and production of oil, gas, hydrocarbon substances, or minerals from said property or other lands, but without however, any right to use either the surface of said property or any portion of said property within 500 feet of the surface for any purpose or purposes whatsoever, to the extent reserved by the parties named in deeds, leases and other documents of record; provided further, however, that any such drilling and use by Grantor shall not adversely affect the structural support of the improvements constructed by Grantee, in favor of the City of Long Beach recorded October 31, 1980 as Document No. 80-1090889 official records.

EXHIBIT "A"

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LEGAL DESCRIPTION OF BENEFITED PROPERTY

1 THAT PORTION OF LOTS 5 AND 6 OF TRACT NO. 10548, IN THE CITY OF LONG BEACH,  
2 COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 174,  
3 PAGES 15 TO 23 INCLUSIVE OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID  
4 COUNTY, DESCRIBED AS FOLLOWS:

5 BEGINNING AT THE NORTHEAST CORNER OF TRACT NO. 16183, AS PER MAP RECORDED  
6 IN BOOK 356, PAGES 24 AND 25 OF MAPS IN THE OFFICE OF SAID COUNTY RECORDER; THENCE  
7 ALONG THE EASTERLY LINE OF SAID TRACT NO. 16183, S 0° 10' 55" W, 420.00 FEET TO  
8 THE NORTHWESTERLY CORNER OF GRAND AVENUE (64.00 FEET WIDE) AS SHOWN AND DEDICATED  
9 ON PARCEL MAP NO. 14348, FILED IN BOOK 140, PAGES 35 THROUGH 37 INCLUSIVE OF  
10 PARCEL MAPS, IN THE OFFICE OF SAID COUNTY RECORDER, AND AS MODIFIED BY DOCUMENT  
11 RECORDED JANUARY 6, 1982 AS DOCUMENT NO. 82-10878, OFFICIAL RECORDS OF SAID  
12 COUNTY; THENCE ALONG THE NORTHERLY LINE OF SAID GRAND AVENUE, S 89° 49' 05" E,  
13 64.00 FEET TO THE TRUE POINT OF BEGINNING OF THIS DESCRIPTION; THENCE N 5° 22' 35"  
14 E, 110.45 FEET TO A LINE 74.00 FEET, MEASURED AT RIGHT ANGLES, EASTERLY OF AND  
15 PARALLEL WITH ABOVE SAID EASTERLY LINE OF TRACT NO. 16183; THENCE ALONG SAID  
16 PARALLEL LINE N 0° 10' 55" E, 130.00 FEET TO THE BEGINNING OF A TANGENT CURVE  
17 CONCAVE EASTERLY AND HAVING A RADIUS OF 479.00 FEET; THENCE NORTHERLY ALONG SAID  
18 CURVE THROUGH A CENTRAL ANGLE OF 13° 30' 01" AN ARC DISTANCE OF 112.86 FEET;  
19 THENCE N 60° 20' 32" E, 43.23 FEET TO THE SOUTHERLY LINE OF WILLOW STREET (100.00  
20 FEET WIDE) AS DESCRIBED IN THE DEED TO THE CITY OF LONG BEACH RECORDED OCTOBER  
21 19, 1952 AS INSTRUMENT NO. 2319 IN BOOK 40057, PAGE 241 OF OFFICIAL RECORDS OF  
22 SAID COUNTY; THENCE ALONG SAID SOUTHERLY LINE S 67° 48' 20" E, 255.32 FEET TO  
23 THE BEGINNING OF A TANGENT CURVE CONCAVE NORTHERLY AND HAVING A RADIUS OF 2050.00  
24 FEET; THENCE EASTERLY ALONG LAST SAID CURVE THROUGH A CENTRAL ANGLE OF 11° 01' 13"  
25 AN ARC DISTANCE OF 394.30 FEET TO THE NORTHWEST CORNER OF TRACT NO. 11451, AS PER  
26 MAP RECORDED IN BOOK 255, PAGES 40 AND 41 OF MAPS IN THE OFFICE OF SAID COUNTY  
27 RECORDER; THENCE ALONG THE WESTERLY LINE OF SAID TRACT NO. 11451, S 0° 10' 45" W,  
28 209.68 FEET TO THE NORTHEAST CORNER OF PARCEL 4 OF ABOVE SAID PARCEL MAP NO. 14348;  
29 THENCE ALONG THE NORTHERLY LINES OF PARCELS 1, 2, 3, AND 4 OF ABOVE SAID PARCEL  
30 MAP NO. 14348, N 89° 49' 05" W, 674.93 FEET TO THE EASTERLY LINE OF ABOVE SAID  
31 GRAND AVENUE; THENCE ALONG LAST SAID EASTERLY LINE N 0° 10' 55" E, 43.87 FEET TO  
32 THE TRUE POINT OF BEGINNING.

33 CONTAINING AN AREA OF 4.733 ACRES MORE OR LESS.

RECORDER'S MEMO:  
/ POOR RECORD IS DUE TO /  
QUALITY OF ORIGINAL DOCUMENT

EXHIBIT "B"

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PSOMAS &  
ASSOCIATES

CIVIL ENGINEERS 100 A PALMISTO AVE.  
LAND PLANNERS SANTA FE, N.M. 87505  
LAND SURVEYORS PHONE 915/701-1273

TITLE

ULTIMATE ARMY PROPERTY

SHEET

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OF

SHEETS

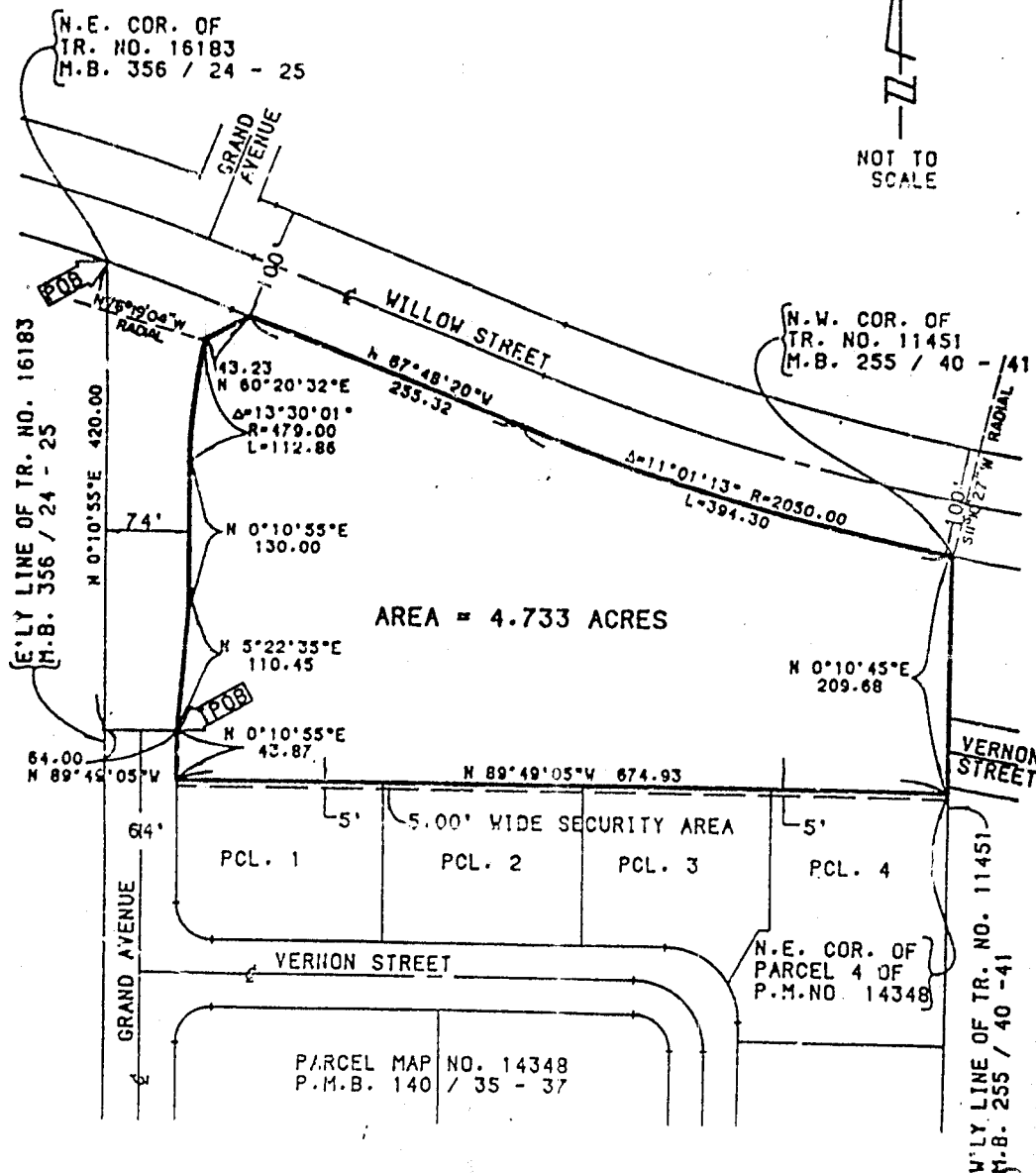
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BY: R.D.C.

CA: C.E.G.

DATE: 7-12-82

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EXHIBIT "C"

Legal Description of Security Area

The northerly five (5) feet of Parcels 1, 2, 3 and 4 in the City of Long Beach, County of Los Angeles, State of California, as shown on Parcel Map No. 14348, filed in Book 140 Pages 35 to 37 of Parcel Maps in the office of the County Recorder of said County. Excepting and reserving from said property all oil, gas, hydrocarbon substances and minerals of every kind and character lying more than 500 feet below the surface of said property, together with the right to drill into, through, and to use and occupy all parts of said property lying more than 500 feet below the surface thereof for any and all purposes incidental to the exploration for and production of oil, gas, hydrocarbon substances, or minerals from said property or other lands, but without however, any right to use either the surface of said property or any portion of said property within 500 feet of the surface for any purpose or purposes whatsoever, to the extent reserved by the parties named in deeds, leases, and other documents of record provided further, however, that any such drilling and use by Grantor shall not adversely affect the structural support of the improvements constructed by Grantee, in favor of the City of Long Beach recorded October 31, 1980 as Document No. 80-1090889 official records.

EXHIBIT "D"

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STATE OF CALIFORNIA

COUNTY OF Los Angeles

ss.

On October 8, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared W. L. Bird, known to me to be the President, and T. Shimizu, known to me to be the Assistant Secretary of Dillingham Investments, Inc., the corporation that executed the within instrument and known to me to be the persons who executed the within instrument on behalf of said corporation, said corporation being known to me to be one of the partners of Long Beach Business Center, the partnership that executed the within instrument, and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

WITNESS my hand and official seal.



Annette M. Calista  
Notary Public in and for Said  
County and State

[SEAL]

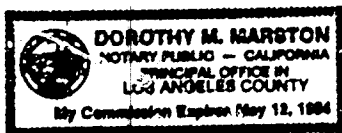
STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

ss.

On October 8, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared J. O. OLTMANS II, known to me to be the President, and J. E. ROWE, known to me to be the Secretary of OLTMANS INVESTMENT CORPORATION, the corporation that executed the within instrument and known to me to be the persons who executed the within instrument on behalf of said corporation, said corporation being known to me to be one of the partners of LINC BEACH BUSINESS CENTER, the partnership that executed the within instrument, and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

WITNESS my hand and official seal.



Dorothy M. Marston  
Notary Public in and for Said  
County and State

[SEAL]

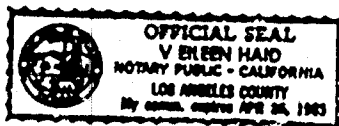
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STATE OF CALIFORNIA  
COUNTY OF LOS ANGELES

On this 13th day of October, in the year 1982,  
before me, V. Eileen Haid, a Notary Public in and for the  
said County and State, personally appeared WILLIAM P. CHEADLE, JR.,  
known to me to be the individual who executed the within instrument,  
and acknowledged to me that he signed the same by authority of the  
Secretary of the Army as the free and voluntary act and deed of  
the United States of America, for the uses and purposes therein  
mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
official seal the day and year in this certificate first above written.



V. Eileen Haid  
Notary Public  
Los Angeles County, California

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STATE OF CALIFORNIA )

COUNTY OF \_\_\_\_\_ )

ss.

On \_\_\_\_\_, before me, the undersigned,  
a Notary Public, in and for said State, personally appeared  
\_\_\_\_\_, known to me to be the person whose  
name is subscribed to the within Instrument, as a Witness  
thereto, who being by me duly sworn, depose and says: That  
\_\_\_\_\_ resides in \_\_\_\_\_  
\_\_\_\_\_, and that \_\_\_\_\_ was present and  
saw \_\_\_\_\_ personally known  
to \_\_\_\_\_ to be the same person described in  
and whose name \_\_\_\_\_ subscribed to the within and annexed  
instrument execute the same; and \_\_\_\_\_ acknowledged to said  
affiant that \_\_\_\_\_ executed the same; and that affiant  
subscribed \_\_\_\_\_ name thereto as a Witness to said execution.

WITNESS my hand and official seal.

Notary Public in and for Said  
County and State

[SEAL]

STATE OF CALIFORNIA,	
COUNTY OF <u>Los Angeles</u>	M.
ON <u>October 8,</u> 19 <u>82</u>	
before me, the undersigned, a Notary Public in and for said State, personally appeared	
<u>Willard M. Holder and</u>	
<u>Verda M. Holder</u>	
to be the person whose name _____ are subscribed to the within instrument,	
and acknowledged to me that they executed the same.	
WITNESS my hand and official seal.	
<u>Annette M. Calista</u>	
Notary Public in and for said State.	

ACKNOWLEDGMENT—General—Notarials Form 226—Rev.

Notary Public in and for Said  
County and State

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